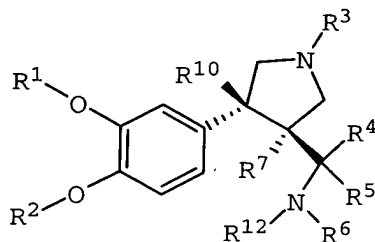


IN THE CLAIMS:

Claims 1.-46. (Cancelled)

47. (Previously amended) The method of claim 50 wherein the compound has the structure:



48. (Previously amended) The method of claim 50 wherein the compound is selected from the group consisting of

Methyl (4S,3R)-4-(3-cyclopentyloxy-4-methoxyphenyl)-3-methyl-3-{[benzylamino]methyl}pyrrolidine carboxylate

Methyl (4S,3R)-3-(aminomethyl)-4-(3-cyclopentyloxy-4-methoxyphenyl)-3-methylpyrrolidinecarboxylate

Methyl (3S,4S)-4-(3-cyclopentyloxy-4-methoxyphenyl)-3-methyl-3-{[methylsulfonyl) amino]methoxy}pyrrolidinecarboxylate

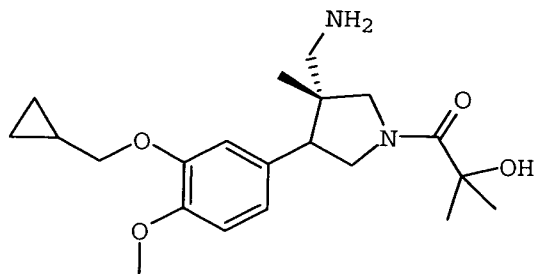
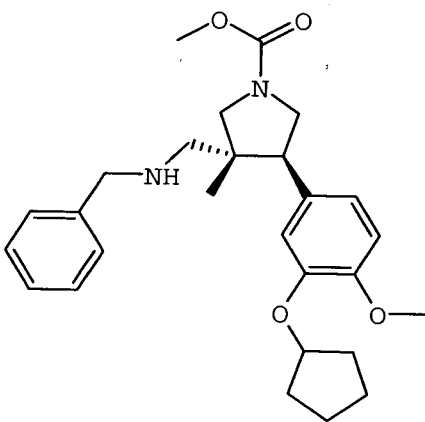
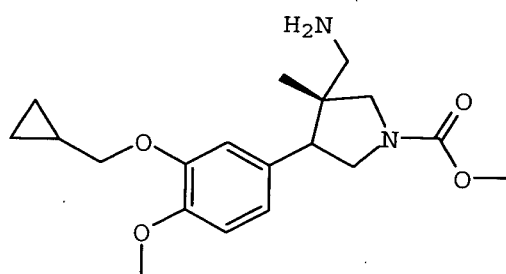
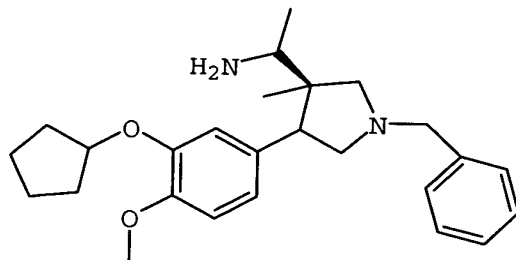
Methyl (4S,3R)-3-[(acetylamino)methyl]-4-(3-cyclopentyloxy-4-methoxyphenyl)-3-methylpyrrolidinecarboxylate

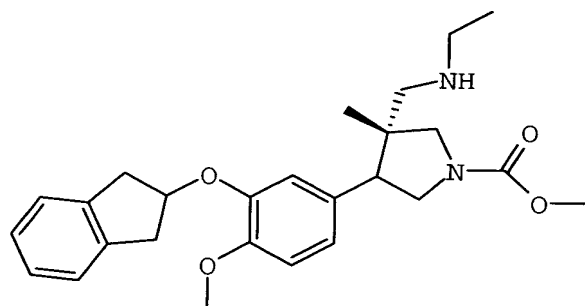
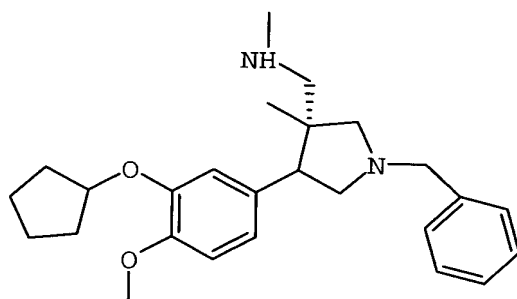
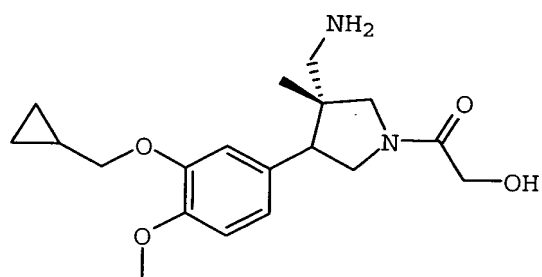
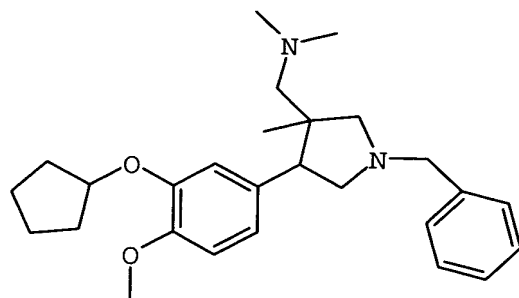
Methyl (4S,3R)-4-(3-cyclopentyloxy-4-methoxyphenyl)-3-methyl-3-[(phenylcarbonylamino)methyl]pyrrolidinecarboxylate

Methyl (3S,4S)-4-(3-cyclopentyloxy-4-methoxyphenyl)-3-methyl-3-{[phenylsulfonyl) amino]methyl}pyrrolidinecarboxylate

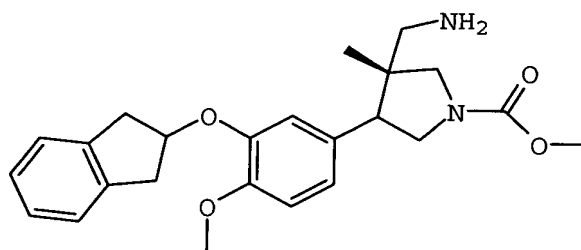
Bis{[(4S,3R)-4-(3-cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-carboxymethylpyrrolidin-3-yl]methyl}amine
 1-[(3S,4S)-4-(3-Cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethylamine
 1-[(3S,4S)-4-(3-Cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethylamine
 N-{1-[(3S,4S)-4-(3-Cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethyl}benzamide
 N-{1-[(3S,4S)-4-(3-Cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethyl}benzamide
 N-{1-[(3S,4S)-4-(3-Cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethyl}acetamide
 N-{1-[(3S,4S)-4-(3-Cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethyl}acetamide
 3-(S)-(1-Acetylaminoethyl)-4-(S)-(3-cyclopentyloxy-4-methoxyphenyl)-3-methylpyrrolidine-1-carboxylic acid methyl ester
 {1-[(3S,4S)-4-(3-Cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethyl}(phenylsulfonyl)-amine
 {1-[(3S,4S)-4-(3-cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethyl}(phenylsulfonyl)-amine
 {1-[(3S,4S)-4-(3-Cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethyl}(methylsulfonyl)-amine
 {1-[(3S,4S)-4-(3-Cyclopentyloxy-4-methoxyphenyl)-3-methyl-1-benzylpyrrolidin-3-yl]ethyl}(methylsulfonyl)-amine, and
 Methyl (3S,4S)-4-(3-cyclopentyloxy-4-methoxyphenyl)-3-methyl-3-[(methylamino)ethylpyrrolidine carboxylate.

49. (Currently amended) The method of claim 50 wherein the compound is selected from the group consisting of:

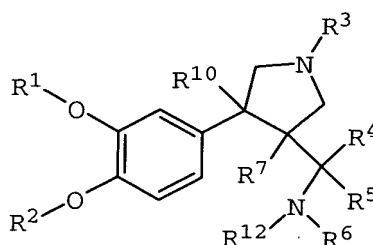




and



50. (Currently amended) A method of inhibiting activation of human T-lymphocytes in a mammal comprising administering to said mammal a therapeutically effective amount of a compound having a formula:



wherein R^1 is lower alkyl, bridged alkyl, aryl, heteroaryl, aralkyl, cycloalkyl, a 5- or 6-membered saturated heterocycle, C_{1-4} alkylenearyl, C_{1-4} alkyleneOaryl, C_{1-4} alkyleneheteroaryl, C_{1-4} alkyleneHet, C_{2-4} alkylenearylOaryl, C_{1-4} alkylene bridged alkyl, C_{1-3} alkylenecycloalkyl, substituted or unsubstituted propargyl, substituted or unsubstituted allyl, or halocycloalkyl;

R^2 is hydrogen, methyl, or halo-substituted methyl;

R^3 is selected from the group consisting of $C(=O)OR^7$, $C(=O)R^7$, $C(=NH)NR^8R^9$, $C(=O)NR^8R^9$, lower alkyl, bridged alkyl, cycloalkyl, haloalkyl, halocycloalkyl,

C₁₋₃alkylenecycloalkyl, a 5- or 6-membered saturated heterocycle, aryl, heteroaryl, C₁₋₃alkyleneC(=O)R⁷, C(=O)C(=O)NR⁸R⁹, C₁₋₄alkyleneOR⁷, C₁₋₃alkylenearyl, SO₂heteroaryl, Het, aralkyl, alkaryl, heteroaralkyl, heteroalkaryl, C₁₋₃alkyleneC(=O)OR⁷, C(=O)C₁₋₃alkyleneC(=O)OR⁷, C₁₋₃alkyleneheteroaryl, C(=O)C(=O)OR⁷, C(=O)-C₁₋₃alkyleneC(=O)OR⁷, C(=O)C₁₋₃alkyleneNH(C(=O)OR⁷), C(=O)-C₁₋₃alkyleneNH₂, and NHC(=O)OR⁷;

R⁴ is hydrogen, lower alkyl, haloalkyl, cycloalkyl, or aryl;

R⁵ is hydrogen, lower alkyl, alkynyl, haloalkyl, cycloalkyl, or aryl;

R⁶ and R¹², independently, are hydrogen, lower alkyl, aralkyl, SO₂R¹¹, or C(=O)R⁷;

R⁷ is selected from the group consisting of branched or unbranched lower alkyl, ~~heteroaryl, a heterocycle,~~ aralkyl, and aryl, and R⁷ can be optionally substituted with one or more of ~~RO⁸~~, OR⁸, NR⁸R⁹, or SR⁸;

R⁸ and R⁹, same or different, are selected from the group consisting of hydrogen, lower alkyl, cycloalkyl, aryl, heteroaryl, alkaryl, heteroaralkyl, heteroalkaryl, and aralkyl, or R⁸ and R⁹ can be taken together form a 4-membered to 7-membered ring;

R¹⁰ is hydrogen, alkyl, haloalkyl, cycloalkyl, aryl, C(=O)alkyl, C(=O)cycloalkyl, C(=O)aryl, C(=O)Oalkyl, C(=O)Ocycloalkyl, C(=O)aryl, CH₂OH, CH₂Oalkyl, CHO, CN, NO₂, or SO₂R¹¹;

R¹¹ is alkyl, cycloalkyl, trifluoromethyl, aryl, aralkyl, or NR⁸R⁹;

or a salt or solvate thereof.

51. (Cancelled).